



# ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 966-8600, CABLE ADDRESS: ACFUSA

RECORDATION NO. *6220-N* Filed 1128

August 31, 1983

SEP 2 1983 -3 20 PM

Secretary INTERSTATE COMMERCE COMMISSION  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. *6220-N* Filed 1128

*20.00*  
*04*

*3-2451020*

Dear Sir:

SEP 2 1983 -3 20 PM

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. §11303 and the Regulations thereunder five original counterparts of a Supplemental Equipment Trust Agreement and four original counterparts of a Bill of Sale, both dated as of July 15, 1983, between the following:

*Two documents:  
1) Supplemental Equipment Trust Agreement  
2) Bill of Sale (for cars)  
both under  
file No 6220*

- (a) Trustee-Lessor      Chemical Bank  
55 Water Street  
New York, New York 10041
- (b) Lessee:              ACF Industries, Incorporated  
750 Third Avenue  
New York, New York 10017

The equipment covered by the above Supplemental Equipment Trust Agreement is as follows:

- 2 - Railroad Tank Cars, AAR Mechanical Designation T104, initialled ACFX and numbered 75815 and 75816.

The equipment covered by the above Bill of Sale is as follows:

- 4 - Railroad Center Flow Covered Hopper Cars, AAR Mechanical Designation LO, initialled ACFX and numbered 54709, 59176, 64101 and 64102.
- 5 - Railroad Tank Cars, with AAR Mechanical Designations, initials and numbers listed as follows:

<u>Quantity</u>	<u>AAR Mechanical Designation Code</u>	<u>Initialled ACFX and Numbered</u>
1	TLI	89539
1	TLI	89700
1	TL	89764
1	TL	89770
1	TM	89843

RECEIVED  
SEP 2 3 1-PM '83

*Handwritten signature/initials*

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

**9/2/83**

**OFFICE OF THE SECRETARY**

**R.W. Montgomery**  
**Assistant Secretary**  
**ACF Industries, Incorp.**  
**750 Third Avenue**  
**New York, N.Y. 10017**

Dear

**Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **9/2/83** at **3:20pm**, and assigned re-recording number(s). **6220-M & 6220-N**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

REGISTRATION NO. 622013  
SEP 2 1983 3 50 PM  
INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED  
EQUIPMENT TRUST SERIES A

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SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated July 15, 1983

between

CHEMICAL BANK, Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated July 15, 1983, between CHEMICAL BANK, a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the Trustee), and ACF INDUSTRIES, INCORPORATED, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the Company):

WHEREAS, by a certain Equipment Trust Agreement dated as of July 1, 1971 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries Equipment Trust, Series A," pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the Request of the Company, pursuant to Section 5.06 of the Agreement, the Trustee has assigned and transferred to the Company certain units of the Trust Equipment specifically described in the Agreement and simultaneously therewith the Company has conveyed to the Trustee Equipment (as defined in the Agreement) described in said Request and in Exhibit A hereto (hereinafter called the Substituted Equipment), and has delivered to the Trustee an Engineer's Certificate and an Officers' Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to, and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substituted Equipment, all in like manner as provided in Section 5.06 of the Agreement; and

WHEREAS, Section 5.06 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment:

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT  
WITNESSETH:

The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit A hereto, subject to all the terms and conditions of the Agreement, and such Equipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it has been part of the original Trust Equipment.

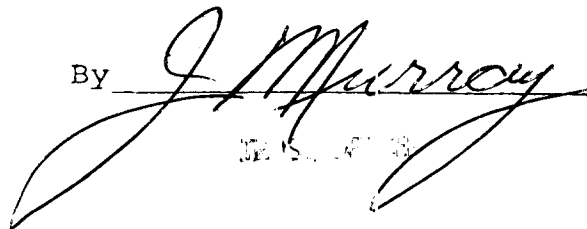
This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed

in their respective corporate names by their respective officers hereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

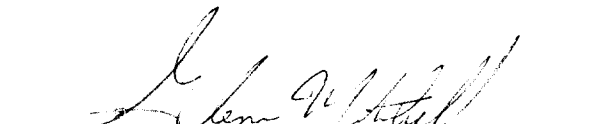
CHEMICAL BANK, Trustee

By

  
J. Murray

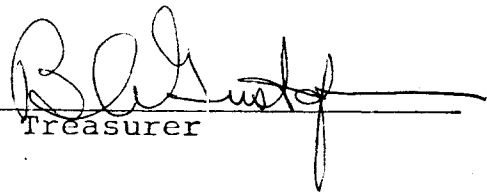
(Corporate Seal)

Attest:

  
Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By

  
Treasurer

(Corporate Seal)

Attest:

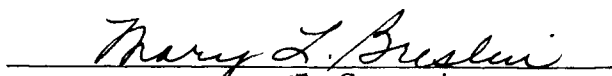
  
Secretary

EXHIBIT A

Description of Substituted Equipment

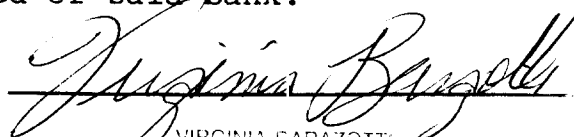
2 Cars Put Into Use On Or After May 1, 1983.

<u>QUANTITY</u>	A.A.R. MECHANICAL DESIGNATION <u>CODE</u>	INITIALLED ACFX AND <u>NUMBERED</u>
2	T104	75815-75816

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this 18<sup>th</sup> day of August 1983 before me personally  
appeared J. MURRAY, to me personally known, who, being  
by me duly sworn, says that he is a TRUST OFFICER of  
CHEMICAL BANK, that one of the seals affixed to the foregoing instru-  
ment is the corporate seal of said bank by authority of its Board of  
Directors and he acknowledged that the execution of the foregoing  
instrument was the free act and deed of said bank.

(NOTARIAL SEAL)

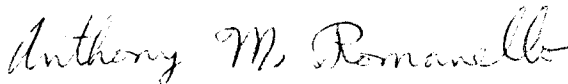


VIRGINIA BARZOTTI  
Notary Public, State of New York  
No. 41-4734647  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires March 30, 1985

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this 15th day of July, 1983, before me personally  
appeared B. A. Gustafsen, to me personally known, who, being by  
me duly sworn, says that he is the Treasurer of ACF  
INDUSTRIES, INCORPORATED, that one of the seals affixed to the fore-  
going instrument is the corporate seal of said corporation, that said  
instrument was signed and sealed in behalf of said corporation by  
authority of its Board of Directors and he acknowledged that the  
execution of the foregoing instrument was the free act and deed of  
said corporation.

(NOTARIAL SEAL)



ANTHONY M. ROMANELLO  
Notary Public, State of New York  
No. 31-4703607  
Qualified in New York County  
Commission Expires March 30, 1985